



## **Constitution**

**AUSTRALIAN AND NEW ZEALAND  
ACADEMY OF MANAGEMENT LIMITED**

**ACN 145 589 475**

## Constitution

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## Constitution

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# Constitution of Australian and New Zealand Academy of Management Limited

### Preliminary

The name of the Company is Australian and New Zealand Academy of Management Limited.

The Company is a public company limited by guarantee.

The replaceable rules in the *Corporations Act 2001 (Cwlth)* do not apply to the Company.

### Interpretation

#### 1. Interpretation

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##### **INTERPRETATIONS**

(1) **Act** means the Corporations Act 2001 (Cwlth)

**ANZAM** means the Australian and New Zealand Academy of Management Limited and a reference to the "Academy" shall mean a reference to this Company.

**Board** means the Directors for the time being of the Company or those of them who are present at a meeting at which there is a quorum.

**Chief Executive Officer** means the person appointed by the Board under Rule 31.

**Committee** means a Committee or Portfolio to which the Board has delegated powers under Rule 34.

**Company** means Australian and New Zealand Academy of Management Limited

**Constitution** means the published body of rules which give effect and expression to the objects and purposes of the Academy **including** any constitutional amendments approved by **special resolution** of the Members of the Academy.

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**Director** means a person appointed to the office of Director of the Company in accordance with this Constitution and where appropriate includes an alternate Director.

**Executive Office Bearer** means a Director of the Board elected or appointed to an Executive Office Bearer position on the Board.

**Member** means a person or, an institution in the case of Institutional Membership, who is a Member of the Academy in any category of Membership defined in Rule 4 of the Constitution. Unless otherwise indicated, in this Constitution, use of the term "Member" without a preceding term implies Associate, Professional, Distinguished and Honorary Members, but not Institutional Members.

**Membership** means the contractual right of a person or institution to membership of the Academy in any category defined in Rule 4 of the Constitution.

**Membership Fee** means the fee payable by a Member pursuant to the category of Membership determined in accordance with Rule 5.

**Office** means the registered office of the Company.

**Person** and words importing persons include partnerships, associations and corporations, unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals.

**Register** means the register of Members of the Company.

**Registered address** means the address of which the Member notifies the Company as a place at which the Member is willing to accept service of notices.

**Secretariat** means:

- (a) the Academy's office located at such place (or places) as the Board shall from time to time determine and
- (b) such functions, duties and powers which are assigned to Academy staff employed in the Secretariat.

**Secretary** means:

- (a) the person holding office under this Constitution as Secretary of the Company; and
- (b) the Public Officer of the Company for the purposes of the Act unless a person other than the Secretary is appointed to that position by the Board.

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**Special General Meeting** means a general meeting of the Academy other than an annual general meeting.

**Tax Act** means the Income Tax Assessment Act 1997 (Cwlth).

**Treasurer** means the person appointed by the Members, in accordance with Rule 24 of this Constitution, to perform the duties of a treasurer of the Company.

**Writing** and **written** includes printing, typing, lithography, facsimile, email and other modes of reproducing words in a visible form.

- (2) In this Constitution:
- (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under that Act.

## 2. Purposes

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The purposes for which the company is incorporated are

- (a) to operate as a multi-disciplinary academy with the aim of advancing scholarship and practice in management education and research;
- (b) to further the development of management education and associated disciplines in Australia, New Zealand and globally;
- (c) to encourage scholarship, research and advanced management practice;
- (d) to share and disseminate management knowledge and practice through a variety of mechanisms;
- (e) to establish links with appropriate business, professional and government organisations in Australia, New Zealand and elsewhere;
- (f) to promote greater collaboration between the Academy's Members and its various stakeholders and alliance partners.

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- (g) to purchase, take on in lease or in exchange, and hire or otherwise acquire any real or personal property that may be deemed to be necessary or convenient for any of the objects or powers of the Academy;
- (h) to establish the Academy's Secretariat to assist the Board in advancing the Academy's objectives;
- (i) to accept any gift, whether subject to a special trust or not, for any one or more of the objects and purposes of the Academy;
- (j) to do all such acts, matters and things whether in Australia or elsewhere and to enter into and make such agreements as are incidental or conducive to the attainment of any purposes of the Academy whether as agent or otherwise.

### **3. Application of income and property to purposes**

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- (1) The income and property of the Academy must be applied solely towards the promotion of the purposes of the Academy set out in Rule 2 and no part of it is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of distribution of profit to any Member except as bona fide compensation for services rendered to, or expenses incurred on behalf of, the Academy.

### **4 Membership of the Academy**

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#### **(1) Membership Categories**

Membership of the Academy will be available in the following Membership categories by application to the Academy:

- (a) Professional Membership;
- (b) Distinguished Membership (Fellow of the Academy);
- (c) Associate Membership;
- (d) Institutional Membership; and
- (e) Honorary Membership.

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### **(2) Professional Membership**

- (a) Professional Membership shall, subject to Rule 4(2)(b), be available to those persons who are teachers or researchers (or both) in business, management, public administration or related disciplines in universities and colleges, or individuals with a significant involvement in management education or research, and to such other persons, including management practitioners as may in the opinion of the Board have a substantial interest in the advancement of scholarship in those disciplines.
- (b) A Professional Membership application shall be made in accordance with the provisions of Rule 4(8) of this Constitution.
- (c) Once an application has been approved by the Board or delegated officer of the Academy, and the required Membership Fee (whether in full or pro-rata) has been paid by the applicant, that person's name shall be entered on the Membership Register.
- (d) Membership may be denoted where appropriate by the personal use of the letters MANZAM on business cards or letterhead.
- (e) Professional Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid by 31 March of the membership year to which it relates (or any extension of time granted in writing).
- (f) A Professional Member shall be entitled to attend and vote at meetings of Members and, on a show of hands or on a poll, every Professional Member shall have one vote.
- (g) Professional Members in only ANZAM Regional Divisions 1-5 shall be entitled to be elected as officers of the Academy. (See Rule 24(4) (c) for an explanation of the ANZAM Regional Divisions.) Only Professional Members within the same Regional Division can vote for their respective regional Board representatives. Professional Members in all Regions can vote for the election of the President Elect.

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### (3) Distinguished Membership (Fellows of the Academy)

- (a) The Academy shall encourage Professional Members to aspire to recognition as Fellows of the Academy through excellence in management research, scholarship, education and leadership.
- (b) Distinguished Membership shall, subject to Rule 4(3)(c), be available to those Professional Members with at least five (5) years of Membership and who, in the opinion of the Board, have demonstrated an advanced standing in any or all of the avenues of management research, scholarship, education and leadership.
- (c) A Distinguished Membership nomination may be made by any Member (this includes self-nomination) and upon the recommendation of the Membership sub-Committee, Distinguished Membership, with the title of Fellow, shall be conferred at a meeting of the Board of Directors of the Academy. The names of new Distinguished members conferred during the year will be presented for noting at the next Annual General Meeting of the Academy.
- (d) Once a nomination has been approved by the Board, and the required Membership Fee (whether in full or pro-rata) has been paid by the nominee, that person's name shall be entered on the Membership Register.
- (e) The conferring of Distinguished Membership may be denoted by the personal use of the abbreviated title, ANZAM Fellow or FANZAM on business cards or letterhead.
- (f) Distinguished Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid by 31 March of the membership year to which it relates (or any extension of time granted in writing).
- (g) Distinguished Members (Fellows of the Academy) shall have the same rights and privileges as Professional Members.
- (h) Distinguished Members (Fellows of the Academy) who make outstanding contributions to the Academy may be recognised through the award of **Life Fellow** status, and being granted free lifetime membership in recognition of

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their exceptional and long term contributions to ANZAM and/or the profession). Such awards will be made by the Board following procedures developed and approved by the Board.

### **(4) Associate Membership**

- (a) Associate Membership shall, subject to Rule 4(4)(b), be available to:
  - (i) postgraduate students enrolled in full time courses in management education or similar areas,
  - (ii) teachers or researchers (or both) in business, management, public administration or related disciplines based in off-shore campuses and overseas partners of Australian and New Zealand universities and colleges, and
  - (iii) any person who expresses an interest in management issues.
- (b) An application for Associate Membership shall be made in accordance with the provisions of Rule 4(8) of this Constitution.
- (c) Once an application has been approved by the Board or officer of the Academy, and the required Membership Fee (whether in full or pro-rata) has been paid by the applicant, that person's name shall be entered on the Membership Register.
- (d) Associate Members shall have the same rights and privileges as Professional Members with the exception that they shall not be entitled to be elected as Board members of the Academy, or to vote for the election of Board members of the Academy.
- (e) Associate Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid by 31 March of the membership year to which it relates (or any extension of time granted in writing).

### **(5) Institutional Membership**

- (a) Institutional Membership shall, subject to Rule 4(5)(d), be available to organisations and institutions with an interest in furthering the objectives of the Academy ("Institutions").

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- (b) These Institutions shall be either:
  - (i) Departments, centres, faculties, schools and institutes of universities and colleges or sections thereof which are geographically separate,
  - (ii) Associations or companies or divisions thereof,
  - (iii) Government departments, authorities or instrumentalities.
- (c) An Institutional Member is to nominate one representative from the Institution (the "Institutional Member Representative") who will be the contact person and the conduit of information between the Academy and the Institution. The main role of an Institutional Member Representative is to foster communication between the Academy and the Institutional Member, with a view to furthering the objectives of the Academy. Institutional Member Representatives will also represent their respective Institution at ANZAM Institutional Member Meetings. In addition, each Institution will also nominate one representative of the Institutional management who will receive the annual invoices for payment.
- (d) Except for the provisions of sub-Rule 4(5)(e), (f) and (g) below, Institutional Members Representatives shall have the same rights and privileges as Professional Members.
- (e) The Board may resolve that specified special privileges be reserved for Institutional Members.
- (f) Institutional Members Representatives shall not be entitled to be elected as officers of the Academy unless such individuals are also Members on an individual basis.
- (g) Each Institutional Member may nominate one body corporate representative (whether or not the Institutional Member Representative referred to in Rule 4(5)(c)) who shall be entitled to vote on behalf at general meetings of the Academy but that representative shall not vote in respect of any other Membership.
- (h) The provisions of Rule 4(8) shall apply in respect to applications for Institutional Membership.

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- (i) An application for Institutional Membership shall be made in accordance with the provisions of Rule 4(8) of this Constitution.
- (j) Once an application has been approved by the Board or officer of the Academy, the name of the Institutional Member Representative shall be entered on the Membership Register.
- (k) Institutional Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid by 31 March of the membership year to which it relates (or any extension of time granted in writing).
- (l) If an Institutional Member wishes to remove and replace the person nominated by that Institutional Membership as its Institutional Member Representative, the Institutional Member shall notify the Board or an officer of the Academy in writing, and the Board or officer of the Academy will arrange for the removal and replacement of the Institutional Member Representative on the Membership Register.

### **(7) Honorary Membership**

- (a) Honorary Membership shall, subject to Rule 4(7)(b), be available to distinguished persons whose services to the advancement of scholarship in management and related disciplines in Australia or New Zealand, in the opinion of the Board, merit the award of Membership.
- (b) Honorary Membership shall be conferred by the Board for periods not exceeding one year at a time.
- (c) Honorary Members shall have the same rights and privileges as Professional Members during their period of Membership but shall not be required to pay a Membership Fee for that Membership.

### **(8) Application Procedures**

- (a) Application for Membership of the Academy must be made in writing on the application form provided.
- (b) The application form with the requisite Membership Fee is to be lodged at

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the office of the Academy.

### **(9) Cessation of Membership**

A person ceases to be a Member if the person:

- (a) dies; or
- (b) resigns as a Member; or
- (c) is expelled from the Academy; or
- (d) fails to pay the Membership Fee or any other fee by the date prescribed by the Board .

### **(10) Membership Entitlements not Transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

### **(11) Resignation of Membership**

- (a) A Member will cease to be a Member on the date expiring one month after giving written notice to the Secretariat (or such other period specified by the Board ) of the Member's intention to resign.
- (b) Upon ceasing to be a Member, the Member must pay any amount due and payable in respect of that Member's Membership.
- (c) If a Member ceases to be a Member under Rule 4(11)(b), and in every other case where a Member ceases to hold Membership, the Secretariat must make an appropriate entry in the Membership Register recording the date on which the Member ceased to be a Member.

### **(12) Powers of the Board**

- (a) In the event of a dispute or uncertainty relating to the eligibility of an applicant, the application will be referred to the Board for consideration.
- (b) The decision reached by the Board under Rule 4(12)(a) will be a binding decision.
- (c) The Board may from time to time establish new categories of Membership and prescribe the qualifications, rights and privileges attached to such

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Membership.

- (d) For the avoidance of doubt, the powers of the Board under Rule 4(12)(c) do not in any way grant the Board the power to limit, vary or alter in any way the qualifications, rights and privileges attached to Membership categories that have been created under this Constitution.

### **(13). Disciplining of Members**

- (1) A complaint may be made by any Member that some other Member:
  - (a) has persistently refused or neglected to comply with a provision or provisions of the Constitution rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Academy; or
  - (c) has brought the good name of the Academy into disrepute by the conduct of the Member.
- (2) On receiving the complaint the Board shall:
  - (a) communicate the substance of the complaint in writing to the Member and invite the Member to make a submission to the Board either orally or in writing or both within 30 days of the Member receiving notice of the complaint; and
  - (b) convene a meeting of the Board where the Member who is the subject of the complaint may make a submission either personally and or through representation.
- (3) The Board may, by resolution, expel the Member from the Academy or suspend the Member from Membership of the Academy if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a Member, the Secretariat must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken and the reasons given by the Board for having taken that action and inform the Member of the Member's right of appeal.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal

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against the resolution concerned; or

- (b) if within that period the Member exercises the right of appeal, unless and until the Academy confirms the resolution whichever is the later.

### **(14) Right of Appeal of Disciplined Member**

- (1) A Member may appeal to the Academy in general meeting against a resolution of the Board under Rule 4(13), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretariat a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under sub-rule (1), the Secretariat shall notify the Board which is to convene a general meeting of the Academy to be held within 28 days after the date on which the Secretariat received the notice.
- (4) At a general meeting of the Academy convened under sub-rule (3):
  - (a) the Board and the Member shall be given the opportunity to state their respective cases orally or in writing, or both;
  - (b) and the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at a general meeting the Academy passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **(15) Internal Disputes between Members**

- (1) If a dispute arises out of or in relation to this Constitution between Members of the Academy or Members and the Academy ("Dispute"), no party to the Dispute ("Disputant") will start arbitration or court proceedings (except proceedings seeking interlocutory relief) unless they have complied with this Rule 4(15).
- (2) A party claiming that a Dispute has arisen must notify each other Disputant in writing giving details of the Dispute and its proposal for a resolution.
- (3) For a 14 day period after a notice is given ("Initial Period") each Disputant must use all reasonable endeavours to resolve the Dispute and an authorised representative of each Disputant will meet within the first seven days of that

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period with that aim.

- (4) If the Dispute remains unresolved at the end of the Initial Period, it must be referred for mediation at the request of any Disputant to:
  - (a) a person agreed on by the Disputants; or
  - (b) if agreement is not reached within seven days of the end of the Initial Period, a mediator nominated by the Director of the Community Justice Centres (as defined under the Community Justice Centres Act 1983 (NSW)).
- (5) The role of any mediator is to assist in negotiating a resolution of the Dispute. A mediator may not make a decision that is binding on a Disputant unless that Disputant has agreed to this in writing.
- (6) Unless otherwise agreed between the Disputants, the mediation will take place at a date and time agreed and the Disputants will be entitled to legal representation.
- (7) Each Disputant will use all reasonable endeavours to resolve the Dispute through mediation as soon as is practical including, but not limited to, providing the mediator with all information relevant to the Dispute.
- (8) Any information or documents disclosed by a Disputant under this clause must be kept confidential and may not be used except to attempt to resolve the Dispute.
- (9) Each Disputant must bear its own costs of complying with this Rule 4(15) and the Disputants must bear equally the mediator's costs.
- (10) If the Dispute is still not resolved within 21 days of appointment of the mediator, a Disputant that has complied with this Rule 4(15) may terminate the dispute resolution process by giving notice to each other Disputant.

## 5. Fees

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- (1) Subject to the approval of the Academy in annual general meeting, the Board shall determine the annual Membership Fee appropriate to each, or any, category of Membership.
- (2) The Board may, at any time and in its absolute discretion, determine any other fees or levies payable by any Member or in respect of any category of Membership.

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- (3) A person (including an Institution, corporation or government instrumentality) must, prior to admission to Membership, pay to the Academy the Membership Fee (if any) determined by the Board .
- (4) Annual Membership Fees shall be due and payable on 1 December each year. An appropriate Membership Fee shall be payable pro rata for a new Member at the discretion of the Board when new Membership commences more than six months after the annual renewal date.

## 6 Register of Members

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- (1) The Secretary shall establish with and maintain a Register of Members, with the assistance of the Secretariat, specifying:
  - (a) the professional and contact details of each person who is a Member ;
  - (b) the date or dates upon which the person became a Member of a Membership category;
  - (c) full names and addresses of the Members and such other particulars as the Board prescribes
- (2) The Register of Members shall be kept in safe custody at the Academy's Secretariat and must be open for inspection, by a Member during business hours, free of charge.
- (3) The Secretary shall also keep a register of Directors which shall be kept in safe custody at the Academy's Secretariat and must be open for inspection, by an officer of the Academy during business hours, free of charge.

## 7 Address of Members

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- (1) Every Member must communicate any change in its address to the Academy in writing and any such change of address must be entered in the Register. The latest address in the Register is deemed to be the Member's registered address.

## 8 Annual General Meetings

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- (1) The Academy shall, each year, hold an annual general meeting in accordance with

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- the Act.
- (2) The annual general meeting shall be held on such day, being not later than four months after the close of the financial year of the Academy, and at such place as the Board may determine.
- (3) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting.
  - (b) to receive from the Board reports on the activities of the Academy since the last annual general meeting.
  - (c) to receive the annual financial statements from the Board and the auditor's report thereon.
  - (d) to elect or announce the election of the directors of the Board of the Academy.
  - (e) to appoint the auditor.
  - (f) to determine any joining fee, annual Membership Fee and where appropriate, administration fees.
  - (g) to deal with such other general business, brought forward by the Board or any Member, as may be required to further the objects and purpose of the Academy.
- (4) The annual general meeting may also transact special business in accordance with the provisions of Rule 9 of the Constitution.

## 9 Special Business At Annual General Meetings

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- (1) The Board may propose items of special business for consideration at annual general meetings.
- (2) The Board shall, on the requisition in writing of not less than 25% of Members with voting rights, give notice to Members of items of special business to be considered at the next annual general meeting.
- (3) Items of special business, as referred to in the preceding sub-rule, shall state the objects of the items, shall be signed by the requisitioners, deposited at the office of the Academy, and may consist of several documents in like form, each signed by

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one or more of the requisitioners.

- (4) All items of special business must be specifically included in the formal notice of meeting referred to in Rule 9(3) before they may be legitimately considered at an annual general meeting.

### **10 Notice of Annual General Meeting**

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- (1) The Secretary shall give not less than 14 day's notice to Members of the Academy specifying the time, date and place of the annual general meeting and the nature of the business to be transacted thereat.
- (2) The notice may be given by:
- (a) delivering the notice to the Member personally; or
  - (b) sending it by post addressed to the Member at that Member's address shown in the Membership Register; or
  - (c) facsimile transmission to an address specified by the person for giving or serving the notice; or
  - (d) electronic transmission to an address specified by the person for giving or serving the notice; or
  - (e) in such other manner agreed by the Academy and the relevant Member.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Academy, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member specifying the intention to propose the resolution as a special resolution.
- (4) Notices referred to in sub-rule (3) may be given by:
- (a) delivering the notice to the Member personally; or
  - (b) sending it by post addressed to the Member at that Member's address shown in the Membership Register; or
  - (c) facsimile transmission to an address specified by the person for giving or serving the notice; or
  - (d) electronic transmission to an address specified by the person for giving or serving the notice; or

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- (e) in such other manner agreed by the Academy and the relevant Member.

### 11. Quorum, Chairperson, Voting at Annual General Meeting

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#### Quorum

- (1) Twenty-five Members, or 10% of the Members of the Academy from time to time, whichever shall be the lesser number, being personally present and entitled to vote at such meetings, shall constitute a quorum for the transaction of business of an annual general meeting.

#### Chairperson

- (2) The Chairperson of the annual general meeting shall be the President of the Academy.
- (3) In the event that the President or a President Elect is not present to be the Chairperson at the annual general meeting any Member elected by those Members present at the meeting may be its Chairperson.

#### Voting

- (4) Upon any question arising at an annual general meeting of the Academy:
- (a) a Member has one vote only which may be exercised in person or by proxy;
- (b) in the case of equality of voting on a question, the matter shall be deemed to lapse.

### 12 General Meeting Procedures

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- (1) A question arising at any general meeting of the Academy is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Academy, a poll may be demanded by the Chairperson or by at least 3 Members present in person or by proxy at the meeting.

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- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs.

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

- (4) Adjournment
- (a) The Chairperson of a general meeting at which a quorum is present may adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (b) If a general meeting is adjourned for 1 month or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - (c) Except as provided in sub-rules 12(4)(a) and 12(4)(b) above, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (5) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 8(3).
- (6) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

### **13 Convening Special General Meetings**

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- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Academy.
- (2) The Board must, on the requisition in writing of at least 25% of the total number

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- of Members, convene a special general meeting of the Academy.
- (3) A requisition of Members for a special general meeting:
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the Members making the requisition; and
  - (c) must be lodged with the Secretariat or Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within one month after that date on which the requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board .
- (6) No item of business is to be transacted at any general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (7) Twenty-five Members or 10% of the Members present in person (being Members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a special general meeting.
- (8) If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

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- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall constitute a quorum.

### **14 Voting at Special General Meetings**

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- (1) The general meeting procedures in Rule 12 of the Constitution are to be followed at any special general meeting of the Academy.
- (2) On any question arising at a special general meeting of the Academy a Member has one vote only.
- (3) All votes shall be exercised personally or by proxy (provided the proxy conforms with the provisions of Rules 20 of the Constitution) but no Member may hold more than ten proxies.
- (4) In the case of an equality of voting on a question, the matter shall be deemed to lapse.
- (5) If the special general meeting is adjourned the provisions of Rule 12(4) of the Constitution shall apply.

### **15 Non Receipt of Notice of general meeting**

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- (1) The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

### **16 Voting**

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- (1) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote, unless a poll is demanded. In the case of an equality of votes, the Chairperson has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairperson may be entitled as a Member or as a proxy or duly appointed

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representative of a Member. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been passed or lost is conclusive.

### **17 When a poll may be demanded**

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- (1) A poll may be demanded by a Member in accordance with the Law (and not otherwise) or by the Chairperson. Unless the Chairperson otherwise determines, no poll may be demanded on the adjournment of a meeting. The demand for a poll may be withdrawn.

### **18 Taking a poll**

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- (1) If a poll is demanded as provided in Rule 17, it is to be taken in the manner and at the time and place as the Chairperson directs, and the result of the poll is the meeting's resolution of the motion on which the poll was demanded. Any challenge to the admission or rejection of a vote may only be made at the meeting and may be determined by the Chairperson, whose decision is final.
- (2) A demand for a poll does not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

### **19 Voting rights**

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- (1) Each Member has the right to one vote both on a show of hands and a poll. A Member may vote in person or by proxy.

### **20 Proxies**

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- (1) A Member who is entitled to attend and cast a vote at a meeting of the Academy may appoint a person as a proxy to attend and vote for the Member in

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- accordance with the Law but not otherwise. A proxy appointed to attend and vote in accordance with the Law may exercise the rights of the Member on the basis of and subject to the restrictions provided in the Law but not otherwise.
- (2) The Secretary must, if requested, send a valid form of proxy to a Member.
  - (3) The Secretary on the authority of the Board may complete any appointment of a proxy that is incomplete insofar as the name of the proxy has been omitted by the insertion of the name of any Director as the person in whose favour the proxy is given.
  - (4) An instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
  - (5) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
  - (6) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
  - (7) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

**AUSTRALIAN AND NEW ZEALAND ACADEMY OF MANAGEMENT  
LIMITED- PROXY FORM**

I/We, \_\_\_\_\_, of \_\_\_\_\_,  
being a Member of the above named Academy,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_,  
\_\_\_\_\_, or in his absence,  
\_\_\_\_\_ of \_\_\_\_\_, as my/our proxy

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to vote for me/us on my/our behalf at the \*annual general meeting/general meeting of the Academy to be held on the            day of            200            and at any adjournment of that meeting.

+ This form is to be used \*in favour of/against the resolution.

Signed this            day of            200            .

\* Strike out whichever is not desired.

+ To be inserted if desired.

- (8) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notary-certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office, of the Academy or at such other place as is specified for that purpose in the notice convening the meeting.
- (9) A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Academy at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- (10) No Member shall be entitled to vote at any general meeting unless all money presently payable to the Academy by that Member has been paid.
- (11) For a proxy to be valid for purposes of voting at an annual general meeting, it must:

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- (a) be signed by the Member granting it;
  - (b) name the Member authorised to use it and specify the meeting at which it is to be exercised;
  - (c) be registered with the Secretary or the Secretariat at least 24 hours before the time notified for the meeting.
- (12) A proxy form received by the Secretary or Secretariat by facsimile transmission shall be valid for the purposes of voting at an annual general meeting or Special General Meeting provided the proxy complies with the provisions of Rule 20(11) of the Constitution.

## 21 Validity of Vote

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- (1) The validity of any resolution is not affected by the failure of any proxy to vote in accordance with instructions (if any) of the appointing Member.
- (2) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or mental incapacity of the appointing Member or revocation of the instrument of proxy, provided no notice in writing of the death, mental incapacity or revocation has been received at the Office before the meeting or any
- (3) A proxy is not revoked by the appointing Member attending and taking part in the meeting, unless the appointing Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

## 22 Board of Directors

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- (1) The affairs of the Academy shall be managed by the Board.
- (2) The Board:
  - (a) shall control and manage the business and affairs of the Academy;
  - (b) may, subject to the Constitution and the Act, exercise all such powers and functions as may be exercised by the Academy, other than those powers and functions that are required by the Constitution to be exercised by general meetings of Members of the Academy, and may appoint Members of the

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- Academy by co-option to sub-committees of the Board ; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Academy.
- (3) The quorum and procedures of any sub-committee appointed by the Board, or established under the Constitution of the Academy, shall be the same as provided in Rule 28 for the Board.
- (4) The Board shall have the power to appoint, on a full or part-time basis, any person or body as a consultant, administrator or employee of the Academy to undertake functions specifically delegated to him, her or it by the Board.
- (5) The Board shall have the power to appoint a person or persons to serve as an officer of the Academy on the Board for limited periods of time not exceeding the date of the next annual general meeting at which time such person or persons shall retire from the Board but shall be eligible for re-appointment by the newly elected Board.

### **23 Composition of Board of Directors**

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- (1) The Board of Directors of the Academy shall comprise of:
- Executive Office Bearers:
- (a) President
- (b) President Elect
- (c) Secretary
- (d) Treasurer
- (e) Immediate Past-President; and
- Board Members not being Executive Office Bearers:
- (f) being persons elected in accordance with Rule 24 and other officers appointed to the Board in accordance with Rule 22(5) or Rule 25 of the Constitution from time to time.
- (2) Each Director is, subject to the Constitution, eligible for re-election to the Board and to any elected position within the Board.
- (3) The appointed officers of the Academy shall have the same voting rights as elected

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officers.

### **24 Election/Appointment of Directors**

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- (1) All Directors of the Academy shall be elected by the Members of the Academy except with respect to those appointed pursuant to Rule 22(5) and those officers required to retire in accordance with sub-rules (5) and (9) below but are to be considered for re-election and where a casual vacancy occurs and the provisions of Rule 25(2) are invoked.
- (2) Nominations of candidates for election as officers of the Academy shall:
  - (a) be called by the Secretariat no later than 60 days before the next annual general meeting;
  - (b) close no later than 45 days before that annual general meeting;
  - (c) be in writing, signed by a Member and by the candidate as giving consent to the nomination.
- (3) Notwithstanding the provisions of sub-rule (2) above, the Board may extend the time for the closure of nominations as it sees fit, if no nomination has been received from a regional division, or from a nominee for a position of office bearer, within the prescribed time period
- (4) If the number of nominations exceeds the number of vacancies to be filled, a postal ballot of Members shall be held in accordance with Rule 24(6) below.
  - (a) The Board, by encouraging representation from the regional divisions described in sub-rule 24(4)(c) below, shall be constituted, in so far as it is possible, with representation throughout Australia and New Zealand.
  - (b) The returning officer shall have regard to the requirements for regional representation and regional elections, as defined in sub-rule 24(4)(c) below, before determining and declaring the composition of the Board duly elected.
  - (c) The Executive Committee shall include persons elected by reference to the following regional representation:

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- (i) **Regional Division One:** Two Members, being primarily employed in the region, representing the State of New South Wales and the Australian Capital Territory
  - (ii) **Regional Division Two:** Two Members, being primarily employed in the region, representing the States of Victoria and Tasmania
  - (iii) **Regional Division Three:** Two Members, one Member being primarily employed in the State of South Australia and the other Member being primarily employed in the State of Western Australia.
  - (iv) **Regional Division Four:** Two Members, being primarily employed in the region, representing the State of Queensland and the Northern Territory
  - (v) **Regional Division Five:** Two Members, being primarily employed in the region, representing New Zealand,  
Each Regional Representative will cease to represent that region if their primary employment switches to a different region and hence their office on the Board will be declared vacant.
  - (d) In each Regional Division the Membership of that Regional Division shall elect the two Regional Representatives representing that region.
  - (e) Notwithstanding the provisions of Rule 24, consideration should be given by the Board of the Academy to fill a vacant, elected office on the Board by election (or by-election), if there are more than 12 months left in the term of the office.
- (5) **President Elect** - The President-Elect can be nominated by eligible Members from any Regional Division.
- (a) A person elected to be the President-Elect shall hold office for a period of three years:
    - (i) first year as the President-Elect;
    - (ii) second year as the President; and

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- (iii) third year as the Immediate Past President.
  - (c) Current ANZAM Members who have been on the Academy's Board (as elected or appointed Directors) for at least two years in the last five years (at the time of assuming the office of President-Elect) are eligible to be elected to the position of President-Elect.
- (6) Postal Ballot** - In the event of a postal ballot being required:
  - (a) the Secretariat shall distribute ballot papers to Members not less than 21 days before the next annual general meeting;
  - (b) the Board shall appoint one of its officers, not being a candidate for election, to be returning officer for that ballot;
  - (c) Members shall be directed to mark the names of those candidates they wish to elect, up to the number of officers to be filled;
  - (d) the returning officer shall notify the Secretary for reporting to the Board the numbers of votes cast for each candidate and shall, for the number of offices to be filled by election, declare elected those candidates who have received the greatest number of votes and who fulfil the residential requirements of Rule 19(4);
  - (e) in the case of an equality of votes a new ballot will be conducted.
- (7) For the purposes of any postal ballot for election, any candidate may supply to the Secretary for distribution with the ballot papers a brief statement not exceeding 300 words of that candidate's curriculum vitae.
- (8) The Chairperson at the annual general meeting shall declare to the meeting the names of the persons elected to be officers of the Academy.
- (9) Terms of Office** - Persons elected to be directors of the Academy shall hold office for a period of two years, except that at the second annual general meeting (and thereafter at successive annual general meetings) five of the elected Directors of the Board shall retire from the Board (but shall be eligible for re-election). Unless otherwise agreed among themselves, retirement shall be determined by lot.
- (10) At the first meeting of the Board following the annual general meeting, the Board

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shall determine or appoint the Executive Office Bearers of the Academy (other than the President, President Elect and Immediate Past President).

### **25 Casual Vacancies**

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- (1) For the purpose of this Constitution, a casual vacancy in the office of a Director occurs if the Director:
- (a) dies; or
  - (b) ceases to be a Director; or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
  - (d) resigns office by notice in writing given to the Secretary; or
  - (e) is removed from office under Rule 27; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the Board from two consecutive meetings of the Board.
- (2) In the event of a casual vacancy occurring for any office of the Academy, the Board shall as soon as convenient appoint:
- (a) a person to that vacated office, and such additional Member or Members as may be required to fill all vacancies in the offices of the Academy.
  - (b) Members who are appointed to the Board to fill casual vacancies will hold office for up to 12 months from the date of appointment to the date of the next annual general meeting and may be re-appointed by Members at the annual general meeting.

### **26 Functions of Executive Office Bearers**

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- (1) The Executive Officer Bearers of the Academy will actively promote the objects and purposes of the Academy through leadership, conferences and chairing of Academy meetings in regions, chapters and institutions throughout Australia and New Zealand.

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(2) **Secretary**

- (a) It is the duty of the Secretary with the assistance of the Secretariat to keep minutes of:
  - (i) all appointments of office bearers, Members, Board Members and sub-committees;
  - (ii) the names of the Board Members present at Board meetings or general meetings; and
  - (iii) all proceedings at Board meetings and general meetings.
- (b) The Secretary shall ensure that minutes of proceedings at a meeting are confirmed and signed by the President in the appropriate manner.
- (c) With the assistance of the Secretariat the Secretary will establish and maintain the Membership Register and other secretarial resources.
- (d) With the assistance of the Secretariat and the returning officer the Secretary will be responsible for the conduct of the Academy's elections.
- (e) The Secretary will fulfil the duties of Public Officer in accordance with the Act unless another person is appointed by the Board to that position.

(3) **Treasurer**

- (a) With the assistance of the Secretariat, it is the duty of the Treasurer of the Academy to ensure:
  - (i) that all money due to the Academy is collected and received and that all payments authorised by the Academy are made; and
  - (ii) that correct books and accounts are kept showing the financial affairs of the Academy, including full details of all receipts and expenditure connected with the activities of the Academy.
- (b) With the assistance of the Secretariat, the other Executive Office Bearers and the relevant Executive Committees, the Treasurer will assist in establishing and maintaining appropriate systems at the Secretariat.

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### **27 Termination of Office of Director**

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- (1) The office of a Director is terminated:
  - (a) on the Director being absent from three (3) consecutive meetings of the Board without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
  - (b) on the Director resigning office by notice in writing to the Academy;
  - (c) on the Director being removed from office under the Law;
  - (d) on the Director being prohibited from being a Director by reason of the operation of the Law; or
  - (e) on the expiration of the term of office of that Director.
- (2) If any Director:
  - (a) is in breach of the provisions of this Constitution; or
  - (b) is guilty of any act or omission which, in the opinion of the Board, is unbecoming of a Director or prejudicial to the interests of the Academy,the Board may expel the Director from the Academy and remove the Director's name from the register of Directors.
- (3) The Board must not expel a Director under Rule 30(2) unless at least 7 days' notice has been given to the Director stating the date, time and place at which the question of expulsion is to be considered by the Board and the nature of the alleged misconduct and allowing the member an opportunity to be heard (personally or by written submission as the Board determines).
- (4) If the directors resolve to expel a Director, the secretary must give notice of this to the member. The Director then has the right, exercisable by notifying the secretary within 7 days after receipt of the notice (the "Notice Period"), to have the issue dealt with by the Academy in general meeting. In that event, an extraordinary general meeting of the Academy must be called to consider a resolution that the Director be expelled.

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- (5) If
- (a) a resolution to expel the Director is passed at an extraordinary general meeting by a majority of those present and voting; or
  - (b) the Director does not notify the secretary on or before the expiration of the Notice Period that it wishes to have the issue dealt with by the Academy in general meeting,

the Director shall cease to be a Director and the Director's name will be removed from the register of Directors and the Australian Securities and Investment Commission notified.

## 28 Timing, Quorum and Procedure for Meetings of the Board

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### **Number of Meetings**

- (1) The Board shall meet from time to time at such place and at such times as the Board may determine but at least one meeting shall be held in each six month period of the calendar year.

### **Quorum**

- (2) Subject to Rule 28(3) one half of the Members of the Board from time to time shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (3) A meeting of the Board shall be deemed to have been held where a quorum of Members was present in person and/or by teleconference (provided that sufficient Members to form a quorum were in communication either by person and/or teleconference for the duration of the meeting).
- (4) Additional meetings of the Board may be convened by the President or by any 3 Board Members.

### **Notice**

- (5) Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 7 days (or such other period as may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under sub-rule (5) must specify the general nature of the

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business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.

- (7) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another time.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

### **Chairperson of Meetings**

- (9) At a meeting of the Board :
- (a) the President or, in the President's absence, the President Elect is to preside as Chairperson; or
  - (b) if the President and the President Elect are absent or unwilling to act, such one of the remaining Members of the Board as may be chosen by the Members present at the meeting is to preside as Chairperson.

## **29 Remuneration of Directors**

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- (1) No Director may be appointed to any salaried office of the Academy or any office of the Academy paid by fees. Nothing in this clause prohibits the payment by the Academy to a Director of:
- (a) out-of-pocket expenses incurred by a Director in the performance of any duty as a Director where the amount payable does not exceed an amount approved by the Board; or
  - (b) any salary or wage due to the Director as an employee of the Academy where the terms of employment have been approved by the Board.

## **30 Appointment of a Chief Executive Officer**

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- (1) The Board may appoint a person to be Chief Executive Officer of the Academy for such period and on such terms as it thinks fit and at a remuneration which may be by way of salary or otherwise on terms determined by the Board.

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- (2) The Board may confer on and withdraw from the Chief Executive Officer any of the powers exercisable under this Constitution by the Board as it thinks fit and on any condition it thinks expedient but the conferring of powers by the Board on the Chief Executive Officer does not exclude the exercise of those powers by the Board.
- (1) The Chief Executive Officer may, subject to any directions of the Board, appoint, engage and remove such employees, staff, agents, consultants and advisers as it deems necessary or desirable for the purposes of the Academy. All such personnel shall at all times carry out their duties under the supervision and control of the Chief Executive Officer.

### **31 Meetings of Board by telephone or other means of communication**

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- (1) The Board may meet either in person or by telephone or by using any other technology consented to by all the Directors. Such consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting. A meeting conducted by telephone or other means of communication is taken to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

### **32 Powers of meetings**

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- (1) A meeting of the Board at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

### **33 Committees or Portfolios**

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- (1)The Board may delegate any of its powers to Committees consisting of a Director or Directors or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of

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- the powers delegated, conform to any regulations that may from time to time be imposed by the Board.
- (2) The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable.
  - (3) No power delegated to any Committee under this Rule may be sub-delegated unless authorised by the terms of the delegation.

### **34 Validity of acts**

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- (1) All actions at any meeting of the Board or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee.
- (2) If the number of Directors is reduced below the number fixed under this Constitution the continuing Directors may act only for the purpose of increasing the number of Directors to the number fixed under this Constitution or of calling a general meeting of the Academy. In any case the continuing Directors must act to increase the number of Directors as soon as is practicable.

### **35 Material personal interests**

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- (1) A Director is not disqualified by the Director's office from contracting with the Academy or any related body corporate of the Academy in any capacity by reason of holding of the office of Director.
- (2) In relation to a contract or arrangement in which a Director has a material personal interest:

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- (a) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
- (b) a contract or arrangement made by the Academy or any related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
- (c) the Director will not be liable to account to the Academy for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (d) Subject to paragraph 40(1)(e), a Director who has a material personal interest in a matter that relates to the affairs of the Academy must give the other Directors notice of his or her interest.
- (e) A Director with a material personal interest in a matter that relates to the affairs of the Academy is not required to give notice if any of the following conditions are met:
  - (i) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Academy;
  - (ii) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
  - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
  - (iv) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Law and that standing notice is still effective in relation to the interest; or
  - (v) as otherwise permitted under the Law.
- (f) Notices of material personal interest given by Directors must:
  - (i) give details of the nature and extent of the Director's interest and the relation of the interest to the affairs of the Academy;
  - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter; and

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- (iii) be recorded in the minutes of the Directors' meeting at which the notice is given.
- (g) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter, except in the following circumstances:
  - (i) if the material personal interest is a matter that is not required to be disclosed under this Rule or under the Law; or
  - (ii) if the Directors who do not have a material personal interest in the matter have passed a resolution that:
    - (A) identifies the Director, the nature and the extent of the Director's interest in the matter and its relation to the affairs of the Academy; and
    - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or
    - (C) as otherwise permitted under the Law.
- (3) Nothing in this Rule affects the duty of a Director:
  - (a) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Directors' duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
  - (b) to comply with the Law.

### 36 Resolution in writing

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- (1) A resolution in writing signed by all the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is a valid resolution of the Board. The resolution may consist of several documents in the same form, each signed by one or more of the Directors. For the purposes of this Rule the references to **Directors** include any alternate Director for the time being present in Australia who is appointed by a Director not

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for the time being present in Australia but do not include any other alternate Director. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director.

### **37 General Powers of the Board**

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- (1) The management and control of the business and affairs of the Academy are vested in the Board, which (in addition to the powers and authorities conferred on it by this Constitution) may exercise all powers and do all things as are within the power of the Academy and are not by this Constitution or by law required to be exercised or done by the Academy in general meeting.

### **38 Keeping Accounts**

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The Treasurer with the assistance of the Secretariat will:

- (1) Keep such accounting records as correctly record and explain the accounting transactions of the Academy, including any transactions as trustee, and the financial position of the Academy; and
- (2) Keep accounting records in such a manner as will enable:
  - (a) the preparation from time to time of true and fair financial statements of the Academy and
  - (b) the financial statements of the Academy to be conveniently and properly audited in accordance with this Constitution.
- (3) Keep the accounting records at such place or places as the Board may determine.

### **39 Banking and Finance**

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- (1) The Treasurer of the Academy shall with the assistance of the Secretariat, receive and account for all moneys paid to the Academy.
- (2) The Board shall cause to be opened with such bank or banks as the Board selects, one or more banking accounts in the name of the Academy, into which all moneys

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- received by the Academy shall be deposited.
- (3) The Board may receive from the Academy's bank or bankers for the time being the cheques drawn by the Academy on any of its accounts with the bank or bankers, and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or their surrender thereof to the Academy.
  - (4) Except with the authority of the Board , no payment shall be made from the funds of the Academy otherwise than by cheque drawn on the Academy's bank account, but the Board may establish a cash advance to meet minor or urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.
  - (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two officers of the Academy from time to time or by one officer and an employee of the Academy duly authorised for the purpose by the Board.

## **40 Annual Financial Statements**

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- (1) The financial year of the Academy shall be the year commencing 1st September or such other period, not in any case being longer than a calendar year, as the Board may decide.
- (2) The officers of the Academy shall cause to be made out, in relation to the Academy, statements of revenue and expenditure for the last financial year and of the financial position as at the end of the last financial year, which give a true and fair view respectively of the revenue and expenditure of the Academy for that financial year and of its financial position as at the end of that financial year.
- (3) The officers of the Academy shall cause to be attached to the statements provided for in the foregoing sub-rule, the auditor's report relating to those statements.
- (4) The officers of the Academy shall cause to be attached to the statements provided for in sub-rule (2) of this clause and required to be laid before the annual general meeting of the Academy, a statement, made in accordance with resolution of the

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Board and signed by not less than two officers of the Academy stating whether in the opinion of the Board:

- (a) the statement of revenue and expenditure is drawn up so as to give a true and fair view of the revenue and expenditure of the Academy for the financial year;
- (b) the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Academy as at the end of the financial year; and
- (c) there are reasonable grounds to believe that the Academy will be able to pay its debts as and when they fall due.

### **41 Appointment of Auditor**

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- (1) At each annual general meeting of the Academy, the Members shall appoint a person as the auditor of the Academy.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for reappointment.
- (3) If, at an annual general meeting, there is no nomination for appointment of an auditor, or if a casual vacancy occurs in the office of auditor during the course of a financial year, the Board shall appoint an auditor for the then current financial year of the Academy and the person so appointed shall hold office until the next succeeding annual general meeting.

### **42 Audit of Accounts**

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- (1) The auditor appointed under Rule 42 shall report to Members on the financial statements required to be laid before the annual general meeting and on the Academy's accounting and other records relating to those financial statements.
- (2) The auditor shall in his/her report state:
  - (a) whether, in the opinion of the auditor, the statements of revenue and expenditure and of financial position are properly drawn up so as to give a

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- true and fair view respectively of the revenue and expenditure of the Academy for the financial year to which the statements relate;
- (b) whether, in the opinion of the auditor, the accounting and other records kept by the Academy have been properly kept;
  - (c) any defect or irregularity found in the financial statements, and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained; and
  - (d) if the auditor is not satisfied as to any matter referred to in sub-rule 2(a) and/or (2)(b), the reasons for not being satisfied.
- (3) The auditor has a right of access at all reasonable times to the accounts and other records of the Academy and is entitled to require from any officer or servant of the Academy such information and explanations as are required for the purposes of the audit.
- (4) The auditor, or an agent authorised by the auditor in writing for the purpose, is entitled to attend any general meeting of the Academy, to receive notices of any general meeting that a Member is entitled to receive, to be heard at any general meeting on any part of the business of the meeting that concerns the auditor as an auditor, and is entitled to be heard notwithstanding that the auditor retires at that meeting or a resolution to remove the auditor from office is passed at that meeting.

### **43 Seal**

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- (1) The Academy may have a common seal and a duplicate common seal. If the Academy has a common seal, the seal may be used only as determined by the Board.
- (2) If the Academy has a common seal, the Board shall provide for the safe custody of the common seal of the Academy which shall only be used with the authority of the Board and every instrument to which the seal is affixed shall be signed by an Board Member or by some other person or persons appointed by the Board to attest the affixing of the common seal.

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- (3) All documents which of legal necessity need not be under common seal and which the Academy is capable in law of entering into shall be legally binding on the Academy if signed by the same persons specified in Rule 44(2) of this Constitution.

### **44 Notices**

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- (1) A notice may be given by the Academy to any Member personally, by leaving it at the Member's registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's registered address or, in any other case, by other electronic means determined by the Board. If the notice is signed, the signature may be original or printed.
- (2) Any notice sent by post is taken to have been served at the expiration of two business days after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's registered address is taken to have been served when delivered. Any notice served on a Member by facsimile transmission is taken to have been served on receipt by the sender of a transmission control report from the despatching machine showing the relevant number of pages and the correct destination fax machine number or name of recipient and indicating that the transmission has been made without error.
- (3) Where a Member does not have a registered address or where the Academy has a reason in good faith to believe that a Member is not known at the Member's registered address, all future notices are taken to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is taken to be duly served at the commencement of that period) unless and until the Member informs the Academy of a registered place of address.
- (4) Where a given number of days' notice or notice extending over any other period is required to be given the day of service is not to be counted in the number of days or other period.

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### **45 Limited Liability**

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The liability of the Members of the Academy is limited.

### **46 Members' liability on winding up**

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- (1) In the event that the Academy is wound up, each member with existing membership rights, or those whose membership and attendant rights ceased within one year of that winding up, undertakes to contribute to the assets of the Academy an amount that shall not exceed \$20.00, the payment of which is in respect of:
- (a) the debts and liabilities of the Academy (contracted before the cessation of the relevant Member's membership); and
  - (b) the costs, charges and expenses in winding up; and
  - (c) any adjustment of the rights of the contributories amongst themselves.

### **47 Winding Up**

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- (1) If upon the winding up or dissolution of the Academy there remains, after satisfaction of all its debts and liabilities, any property whatsoever the property must not be paid to or distributed amongst the Members but must be given or transferred to some other organisation or organisations:
- (a) having purposes similar to the purposes of the Academy set out in Rule 2; which by its constitution is required to apply its profits (if any) or other income in promoting its purposes and is prohibited from paying any dividend to its members; or
  - (b) such organisation or organisations to be determined by the Members at or before the time of dissolution or in default thereof by application to the Supreme Court of New South Wales for determination.

### **48 Amalgamation**

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- (1) Whether it furthers the purposes of the Academy to amalgamate with any one or more other organisations having similar purposes to the purposes of the

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Academy, the other organisation or organisations must have rules prohibiting the distribution of its or their assets and income to members.

### 49 Indemnity of officers, insurance and access

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- (1) The Academy is to indemnify each officer of the Academy out of the assets of the Academy to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Academy or in or arising out of the discharge of the duties of the officer.
- (2) Where the Board considers it appropriate, the Academy may execute a documentary indemnity in any form in favour of any officer of the Academy.
- (3) Where the Board considers it appropriate, the Academy may:
  - (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Academy against any liability incurred by the officer in or arising out of the conduct of the business of the Academy or in or arising out of the discharge of the duties of the officer; and
  - (b) bind itself in any contract or deed with any officer of the Academy to make the payments.

Where the Board considers it appropriate, the Academy may:

- (a) give a former Director access to certain papers, including documents provided or available to the Board and other papers referred to in those documents; and
- (b) bind itself in any contract with a Director or former Director to give the access.

In this Rule:

**officer** means:

- (a) a Director, Secretary, executive officer or employee; or
- (b) a person appointed as a trustee by, or acting as a trustee at the request of the Academy,

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and includes a former officer.

**duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment or nomination of an officer by the Academy.

**to the relevant extent** means:

- (a) to the extent the Academy is not precluded by law from so doing;
- (b) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (c) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

**liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

## 50 Amendments to the Constitution

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- (1) The Constitution of the Academy and any part thereof may be amended only by special resolution at a general meeting of which due notice has been given in accordance with this Constitution.